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Company GUC Trust - Appellee

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:	
In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, et al.,	:	09-50026 (REG)
f/k/a General Motors Corp., et al.	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**MOTORS LIQUIDATION COMPANY
GUC TRUST'S STATEMENT OF ISSUE
PRESENTED ON APPEAL AND COUNTER-DESIGNATION
OF ADDITIONAL ITEMS TO BE INCLUDED IN THE RECORD ON
APPEAL IN CONNECTION WITH THE APPEAL OF THOMAS SMALLEY**

Pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure, the Motors Liquidation Company GUC Trust (the "**GUC Trust**"), formed by the above-captioned debtors (collectively, the "**Debtors**")¹ in connection with the Debtors' Second Amended Joint Chapter 11 Plan, dated March 18, 2011 (as may be amended, supplemented, or modified from time to time,

¹ The Debtors are Motors Liquidation Company (f/k/a General Motors Corporation) ("**MLC**"), MLCS, LLC (f/k/a Saturn, LLC), MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation), MLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.), Remediation and Liability Management Company, Inc. ("**REALM**"), and Environmental Corporate Remediation Company, Inc. ("**ENCORE**").

the “**Plan**”), submits the following statement of issue presented on appeal and counter-designation of additional items to be included in the record in connection with the appeal of Thomas Smalley (“**Appellant**”) from the order of the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) (Gerber, J.) granting the Debtors’ Objection to Proof of Claim No. 69998 (the “**Claim**”) filed by Thomas Smalley (the “**Order**”) (ECF No. 9876).²

STATEMENT OF ISSUE ON APPEAL

Has Appellant met his burden of establishing that the Bankruptcy Court abused its discretion in granting the Order?

COUNTER-DESIGNATION OF RECORD

Designation Number	Date of Filing	Docket Number	Description
1	6/01/2009	21	Affidavit of Frederick A. Henderson Pursuant to Local Bankruptcy Rule 1007-2
2	6/27/2009	2649	Amended and Restated Master Sale & Purchase Agreement and Certain Exhibits and Schedules Thereto
3	7/5/2009	2967	Decision on Debtors’ Motion for Approval of (1) Sale of Assets to Vehicle Acquisition Holdings LLC; (2) Assumption and Assignment of Related Executory Contracts; and (3) Entry into UAW Retiree Settlement Agreement
4	7/5/2009	2968	Order (I) Authorizing Sale of Assets Pursuant to Amended and Restated Master Sale and Purchase

² While the Debtors had objected to the Claim, the GUC Trust is the proper Appellee because, pursuant to the Plan, the GUC Trust now has the exclusive authority to prosecute and resolve objections to Disputed General Unsecured Claims (as defined in the Plan).

The GUC Trust submits this statement of issue and counter-designation out of an abundance of caution since Appellant’s Statement of Issues (ECF No. 10096) failed to provide a designation of items. The GUC Trust reserves the right to amend its counter-designation of additional items to be included in the record on appeal. For items designated, the designation includes all documents referenced within the particular document number, including, without limitation, all exhibits, attachments, declarations, and affidavits related thereto.

Designation Number	Date of Filing	Docket Number	Description
			Agreement with NGMCO, Inc., a U.S. Treasury-Sponsored Purchaser; (II) Authorizing Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with the Sale; and (III) Granting Related Relief
5	7/6/2009	2985	Errata Order re: Decision on Debtors' Motion for Approval of (1) Sale of Assets to Vehicle Acquisition Holdings LLC; (2) Assumption and Assignment of Related Executory Contracts; and (3) Entry into UAW Retiree Settlement Agreement
6	7/16/2009	3193	Memorandum and Order of U.S. District Court Judge Lewis A. Kaplan in an M-47 Proceeding
7	9/02/2009	3940	Motion for Order Establishing the Deadline for Filing Proofs of Claim Against MLC, MLCS, LLC, MLCS Distribution Corporation, MLC of Harlem, Inc., and MLC of Harlem, Inc.
8	9/16/2009	4079	Order Establishing the Deadline for Filing Proofs of Claim Against MLC, MLCS, LLC, MLCS Distribution Corporation, MLC of Harlem, Inc., and MLC of Harlem, Inc.
9	10/14/2009	4238	Affidavit of Service of Order Establishing the Deadline for Filing Proofs of Claim Against MLC, MLCS, LLC, MLCS Distribution Corporation, MLC of Harlem, Inc., and MLC of Harlem, Inc.
10	10/23/2009	4290	Certificate of Publication of the Notice of the Deadline for Filing Proofs of Claim Against MLC, MLCS, LLC, MLCS Distribution Corporation, MLC of Harlem, Inc., and MLC of Harlem, Inc.
11	11/16/2009	4445	Motion for Order Establishing the Deadline for Filing Proofs of Claim Against REALM and ENCORE
12	12/2/2009	4586	Order Establishing the Deadline for Filing Proofs of Claim Against REALM and ENCORE
13	12/18/2009	4681	Order Establishing the Deadline for Filing Proofs of Claim with Respect to Claims Relating to Certain Properties
14	10/23/2009	4724	Certificate of Publication of Notice of the Deadline for Filing Proofs of Claim Against REALM and ENCORE

Designation Number	Date of Filing	Docket Number	Description
15	01/25/2010	4877	Affidavit of Publication of Notice of the Deadline for Filing Proofs with Respect to Claims Relating to Certain Properties
16	4/14/2010	5493	Memorandum and Order of U.S. District Court Judge Naomi Reice Buchwald
17	4/29/2010	5674	Memorandum and Order of U.S. District Court Judge Robert W. Sweet
18	8/31/2010	6830	Disclosure Statement for Debtors' Joint Chapter 11 Plan
19	12/07/2010	8014	Disclosure Statement for Debtors' Amended Joint Chapter 11 Plan
20	12/07/2010	8015	Debtors' Amended Joint Chapter 11 Plan
21	12/08/2010	8023	Disclosure Statement for Debtors' Amended Joint Chapter 11 Plan
22	12/8/2010	8043	Order (I) Approving Notice of Disclosure Statement Hearing; (II) Approving Disclosure Statement; (III) Establishing a Record Date; (IV) Establishing Notice and Objection Procedures for Confirmation of the Plan; (V) Approving Notice Packages and Procedures for Distribution thereof; (VI) Approving the Forms of Ballots and Establishing Procedures for Voting on the Plan; and (VII) Approving the Forms of Notices to Non-Voting Classes Under the Plan, Dated December 8, 2010
23	1/7/2011	8449	Affidavit of Service of Jane Sullivan, Sworn to on January 6, 2011, of Solicitation Documents to Holders of Debt Securities
24	1/14/2011	8607	Affidavit of Service of Patrick M. Leathem, Sworn to on January 14, 2011, of the (1) Disclosure Statement for Debtors' Amended Joint Chapter 11 Plan Dated December 8, 2010, with all Exhibits, Including, Among Other Documents, the Debtors' Amended Joint Chapter 11 Plan, with All Exhibits Thereto; (2) Order (I) Approving Notice of Disclosure Statement Hearing; (II) Approving Disclosure Statement; (III) Establishing a Record Date; (IV) Establishing Notice and Objection Procedures for Confirmation of the Plan; (V) Approving Notice Packages and Procedures for Distribution Thereof; (VI) Approving the Forms of Ballots and Establishing Procedures for Voting on the Plan; and (VII) Approving the Forms of Notices

Designation Number	Date of Filing	Docket Number	Description
			to Non-Voting Classes under the Plan; (3) Notice of (I) Approval of Disclosure Statement; (II) Establishment of Record Date; (III) Hearing on Confirmation of the Plan and Procedures for Objecting to Confirmation of the Plan; and (IV) Procedures and Deadline for Voting on the Plan; (4) Letter from Official Committee of Unsecured Creditors Dated December 10, 2010; (5) Notice of Deadline for Filing Administrative Proofs of Claim; (6) a Customized Ballot for Accepting or Rejecting Amended Joint Chapter 11 Plan of Motors Liquidation Company (f/k/a General Motors Corporation) and Its Affiliated Debtors for Class 3 (General Unsecured Claims), Together with a Postage Prepaid Return Envelope; (7) a Master Ballot for Accepting or Rejecting Amended Joint Chapter 11 Plan of Motors Liquidation Company (f/k/a General Motors Corporation) and Its Affiliated Debtors for Class 5 (Asbestos Personal Injury Claims), Together with a Return Envelope; (8) a Non-Customized Individual Ballot for Accepting or Rejecting Amended Joint Chapter 11 Plan of Motors Liquidation Company (f/k/a General Motors Corporation) and Its Affiliated Debtors for Class 5 (Asbestos Personal Injury Claims); (9) Notice of Non-Voting Status to Unimpaired Classes: Class 1 (Secured Claims), Class 2 (Priority Non-Tax Claims), and Class 4 (Property Environmental Claims); and (10) Notice of Non-Voting Status to Impaired Class: Class 6 (Equity Interests in MLC)
25	1/18/2011	8673	Affidavit of Publication of Debra Wolther, Sworn to on January 18, 2011, of the Notice of (I) Approval of Disclosure Statement; (II) Establishment of Record Date; (III) Hearing on Confirmation of the Plan and Procedures for Objecting to Confirmation of the Plan; (IV) Procedures and Deadline for Voting on the Plan; and (V) Administrative Expense Claim Bar Date
26	1/21/2011	8788	Amended Affidavit of Publication of Debra Wolther, Sworn to on January 21, 2011, of Notice of (I) Approval of Disclosure Statement; (II) Establishment of Record Date; (III) Hearing on Confirmation of the Plan and Procedures for Objecting to Confirmation of the Plan; (IV)

Designation Number	Date of Filing	Docket Number	Description
			Procedures and Deadline for Voting on the Plan; and (V) Administrative Expense Claim Bar Date
27	1/27/2011	8899	Debtors' Objection to Proof of Claim No. 69998 filed by Thomas Smalley
28	2/2/2011	9055	Affidavit of Service of Danielle Zahaba of Notice of Hearing and Debtors' Objection to Proof of Claim No. 69998 Filed by Thomas Smalley
29	2/22/2011	9327	Supplemental Affidavit of Service of Jane Sullivan, Sworn to on February 21, 2011, of Solicitation Documents to Holders of Debt Securities
30	2/22/2011	9389	Debtors' Memorandum of Law in Support of Confirmation of Amended Joint Chapter 11 Plan and Response to Objections to Plan
31	2/24/2011	9439	Declaration of Jeffrey S. Stein of the Garden City Group, Inc. Certifying the Methodology for the Tabulation of Votes on and Results of Voting with Respect to the Debtors' Amended Joint Chapter 11 Plan
32	2/24/2011	9449	Declaration of Jane Sullivan of Epiq Bankruptcy Solutions, LLC Regarding Voting On, and Tabulation of, Ballots Accepting and Rejecting the Debtors' Amended Joint Chapter 11 Plan, with Respect to Class 3 Debt Securities
33	2/24/2011	9488	Thomas Smalley's Response to Debtors' Objection
34	3/02/2011	9697	Transcript Regarding Hearing Held on March 1, 2011
35	3/16/2011	9824	Notice of Presentment of Proposed Order Granting Debtors' Objection to Proof of Claim No. 69998 Filed by Thomas Smalley
36	3/18/2011	9836	Debtors' Second Amended Joint Chapter 11 Plan
37	3/18/2011	9837	Affidavit of Service of Danielle Zahaba of Notice of Presentment of Proposed Order Granting Debtors' Objection to Proof of Claim No. 69998 Filed by Thomas Smalley
38	3/23/2011	9876	Order Granting Debtors' Objection to Proof of Claim No. 69998 filed by Thomas Smalley
39	3/22/2011	9883	Motion for Summary Judgment filed by Thomas M. Smalley
40	3/24/2011	9901	Affidavit of Service of David Schwimmer of Order Granting Debtors' Objection to Proof of Claim No. 69998 Filed by Thomas Smalley

Designation Number	Date of Filing	Docket Number	Description
41	03/29/2011	9941	Findings of Fact and Conclusions of Law and Order Pursuant to Sections 1129(A) and (B) of the Bankruptcy Code and Rule 3020 of the Federal Rules of Bankruptcy Procedure Confirming Debtors' Second Amended Joint Chapter 11 Plan
42	3/30/2011	9957	Endorsed Order signed on 3/30/2011 re: Motion for Summary Judgment filed by Thomas M. Smalley. "Denied without prejudice for failure to comply with Local Bankruptcy Rule 7056.1, and Case Management Order #2."
43	3/31/2011	9982	Affidavit of Service of Alison Moodie of Endorsed Order signed on 3/30/2011 re: Motion for Summary Judgment filed by Thomas M. Smalley. "Denied without prejudice for failure to comply with Local Bankruptcy Rule 7056.1, and Case Management Order #2."
44	3/31/2011	10021	Notice of Appeal Filed by Thomas Smalley
45	4/06/2011	10056	Notice of Occurrence of Effective Date of Debtors' Second Amended Joint Chapter 11 Plan
46	4/18/2011	10095	Application for In Forma Pauperis Re: Notice of Appeal filed by Thomas Smalley
47	3/31/2011	10096	Statement of Issues Filed by Thomas Smalley
48	5/3/2011	10151	Notice of (I) Entry of Order Confirming Debtors' Second Amended Joint Chapter 11 Plan and (II) Occurrence of Effective Date
49	6/1/2009 – 5/3/2011	N/A	Docket for <i>Motors Liquidation Company, et al. (f/k/a General Motors Corp. et al.)</i> , Ch. 11 Case No. 09-50026 (REG) for 6/1/2009 through 5/3/2011

Dated: May 3, 2011
New York, New York

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